

# SCHIFF HARDIN & WAITE

A Partnership Including Professional Corporations

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46-120A0088  
4-30-86  
10.00  
ICC Washington, D.C.

April 30, 1986

8261-AA  
APR 30 1986 - 8 30 PM  
INTERSTATE COMMERCE COMMISSION

By Messenger

Secretary  
Interstate Commerce Commission  
Washington, D.C.

**Re: Assignment of Lease dated as of August 22, 1985, between  
Ford Motor Company, Assignor, to Residual Based Finance  
Corporation, Assignee**

Dear Sir or Madam:

We have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Assignment of Lease dated as of August 22, 1985, between Ford Motor Company, the Assignor, and Residual Based Finance Corporation, the Assignee. The primary documents to which this is connected are recorded under Recordation Nos. 5565 and 8261.

We hereby request that this assignment be cross-indexed.

The names and addresses of the parties to the documents are as follows:

Assignor: Ford Motor Credit Company  
The American Road  
Dearborn, Michigan 48121

Assignee: Residual Based Finance Corporation  
Three First National Plaza  
Suite 1400  
Chicago, Illinois 60602

A description of the equipment covered by the document follows:

*Handwritten signatures and initials on the left margin.*

*Vertical stamps and handwritten notes on the right margin.*

# SCHIFF HARDIN & WAITE

Secretary

Interstate Commerce Commission

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## EQUIPMENT

<u>Group Number</u>	<u>Type of Unit</u>	<u>Number of Units</u>	<u>Original Car Numbers</u>
(1)	86' 100-ton Box Cars	90	295623 through 295628 295686 through 295726 295629 through 295656 295657 through 295671
(2)	86' 100-ton Box Cars	17	295672 through 295685 295727 through 295729
(3)	52.5' 100-ton Gondolas	28	564695 and 564698 and 564703 and 564706 and 564710 and 564715 through 564718 and 564744 and 564748 and 564769 and 564777 and 564779 and 564781 and 564783 and 564805 and 564815 and 564831 and 564854 and 564871 and 564878 and 564889 and 564903 and 564904 and 564920 and 564935 and 564940
(4)	52.5' 100-ton Gondolas	96	40,000 through 40,043 and 40,045 through 40,063 and 40,065 through 40,081 and 40,084 through 40,099
(5)	100-ton Coil Steel Flat Cars	132	752600 through 752697 and 752699 through 752712 and 752714 through 752721 and 752723 through 752734
(6)	86' 70-ton High Cube Box Cars	15	295607 through 295619 and 295621 through 205622

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LEASE TERM

<u>Car Group</u>	<u>Original Lease Term Expired; First Renewal Lease Term Commenced</u>	<u>First Renewal Lease Term Expires</u>
(1)	March 31, 1985	March 31, 1990
(2)	June 30, 1985	June 30, 1990
(3), (4), (5) and (6)	February 28, 1985	February 28, 1990

A fee of \$10.00 is enclosed. Please stamp the enclosed copy of our transmittal letter and return it to our messenger. Please return the original document and any extra copies not needed by the Commission for recordation to the attention of: Mr. Scott E. Pickens, Schiff Hardin & Waite, 7200 Sears Tower, Chicago, Illinois 60606.

A short summary of the document to appear in the index follows:

"Assignment of Lease dated as of August 22, 1985, between Ford Motor Credit Company, Assignor, and Residual Based Finance Corporation, Assignee."

Very truly yours,

*Melissa C. Kovacs*

Melissa C. Kovacs  
Legal Assistant

MCK/jp  
Enclosure

cc: Scott E. Pickens

8261-AA  
Filed 1425

APR 30 1986 3 55 PM

INTERSTATE COMMERCE COMMISSION

**ASSIGNMENT OF LEASE**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FORD MOTOR CREDIT COMPANY (the "Assignor") hereby sells, assigns, transfers and sets over unto RESIDUAL BASED FINANCE CORPORATION (the "Assignee"), all of its right, title and interest in and to that certain Lease of Railroad Equipment dated January 30, 1970, between Assignor as lessor and Penn Central Transportation Company (the "Original Lessee") and recorded with the Interstate Commerce Commission and assigned Recordation No. 5565, said Lease having been assigned by the Original Lessee to Consolidated Railroad Corporation pursuant to Assignment dated April 1, 1976 and recorded with the Interstate Commerce Commission and assigned Recordation No. 8261.

Assignor hereby represents and warrants that Schedule A hereto is a true and correct list of the original road numbers which have been assigned to all of the Equipment covered under the aforesaid Lease.

Except as otherwise specifically set forth herein or in the Purchase Agreement of even date herewith between Assignor and Assignee, the assignment set forth herein is made without recourse, warranty or representation of any kind or type whatsoever.

Assignor hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Assignee may reasonably request in order to carry out the purpose of this transaction.

IN WITNESS WHEREOF Assignor has caused this Assignment to be executed by its duly authorized officer and its corporate seal duly attested to be hereto affixed this 22nd day of August, 1985.

FORD MOTOR CREDIT COMPANY

By: *R. H. [Signature]*  
Title: Senior Investment officer

[SEAL]

ATTEST:

*S. B. Szuba*  
Secretary  
**S. B. Szuba, Assistant Secretary**

STATE OF Michigan )  
COUNTY OF Wayne ) SS:

On this 22 day of August, 1985, before me personally appeared  
R. G. Pompea, to me personally known, who being  
by me duly sworn says that (s)he is a Senior Investment Officer  
of Ford Motor Credit Company, that the seal affixed to the foregoing instrument  
is the corporate seal of said corporation, that said instrument was signed and sealed  
on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and  
deed of said Corporation.

[SEAL]

Denise A. Butler  
Notary Public

My Commission Expires:

DENISE A. BUTLER

Notary Public, Wayne County, Michigan

My Commission Expires November 21, 1987

This Instrument Prepared by:

Scott E. Pickens  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, Illinois 60606  
(312) 876-1000

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